

Board of Directors Meeting Minutes

December 17, 2020 | 08:30 am - 10:30 am | Virtual

Members Present

Mukelani Dimba, Board Chair
Aidan Eyakuze, Member
Laura Gorrie, Secretary/Treasurer
Maria Baron, Member
Stefano Pizzicannella, Member
Sanjay Pradhan, CEO (ex officio)

Staff Present

Joe Powell, Deputy CEO
Kate Lasso, CFOO
Judith McCormack, Director of Finance
Jonathan Welsh, Human Resources Director
Enrico Campos, Operations Associate

1. Opening Remarks and Approval of Minutes from October 2020 Meeting

Mukelani opened the meeting at 8:33 am (Eastern Daylight Time) with a brief overview of the agenda and opened the floor for any changes to agenda. There were none.

Mukelani then referred the Board members to the minutes from the October 5, 2020 Board meeting that they had received as part of the pre-meeting packet.

- **Decision Item:** *Mukelani then asked for a motion to approve the minutes from the October 5, 2020 meeting. The motion was made by Aidan and seconded by Maria and approved by the Board with no corrections or changes.*

2. Approval of 2021 OGP Secretariat Budget

Mukelani invited Judith McCormack, Finance Director, to provide an overview of the proposed 2021 OGP Secretariat Budget. The key points from the overview were the following:

1. In 2021, OGP is proposing an expenditures budget of \$13.1 million with available income of \$13.2 million consisting of \$11.5 million earned in 2021 and \$1.7 million of 2020 revenues preserved through cost saving measures taken in 2020, leaving us a 3 month reserve at the end of 2021. OGP's planned expenditures of US\$13.1 million is an increase of 18.7% compared to OGP's amended 2020 budget that was approved in June 2020.
2. OGP's income has three components: i) a 2020 carryover balance as explained a moment ago; ii) confirmed funding commitments for 2021 of approximately US\$7 million; and iii) US\$4.5 million in anticipated but not yet confirmed income. The 2021 unconfirmed income comes from two sources:
 - a. First are renewals from several core supporters, including the Hewlett Foundation, USAID and UK FCDO (the timeline of upcoming grant expirations is in the addenda of the budget narrative sent to the Board). OGP is also expected to receive funding from the OGP Multi-Donor Trust Fund at the World Bank.
 - b. A second source of unconfirmed core income is country contributions, since amounts and countries making payments fluctuate from year to year. OGP has conservatively budgeted \$2 million in country contributions in 2021, given financial uncertainty over the medium term. At the same time, OGP is targeting

to exceed the \$2 million mark and is looking to the Steering Committee and the Board to help with achieving this objective.

- c. There are a few projects being considered to secure additional funding which have come out of the discussions with the Board and members of the Steering Committee which includes:
 - i. First, piloting new approaches and tactics for securing country contributions such as: formalizing contributions as core component of OGP membership, exploring country-specific MOUs, securing multi-year commitments, coordinating with SC members able to engage in peer-to-peer outreach, and leveraging Foreign Ministries, including through embassies in DC, to help streamline and “unstick” processes;
 - ii. Securing recommitments from current funders; and
 - iii. Identifying new donors. For example, there might be funders interested in specific thematic programmes, or in OGP Local where OGP has a growing number of members but no dedicated funding yet - either from the members themselves or funders.
3. To continue with its practice of prudent budgeting, the OGP Support Unit has included quite conservative estimates of unconfirmed revenues (e.g., FCDO extension) and also kept an unallocated contingency of \$500,000. The OGP Support Unit will bring the budget to the Board for a mid-year review during the next Board meeting when it will have a better understanding on the status of grants up for renewal in 2021 (identified in the addenda of the 2021 Budget narrative sent to the Board) and the impact on 2021 and beyond.

Mukelani then opened the floor for Board discussion. The Board commended the Support Unit for its work since the onset of the pandemic to position OGP into a strong financial position for 2021 and noted that this same urgency will be needed as OGP begins forecasting for 2022.

- **Decision Item:** *Mukelani asked for a motion to approve the proposed 2021 OGP Secretariat budget. The motion was made by Laura and seconded by Aidan, with no changes or revisions to be made to the budget.*

3. Changes to the Board Annual Meeting and Member Appointments

Mukelani then provided an overview of the context behind the proposed decision to designate the October meeting as the Board’s official Annual Meeting. OGP Secretariat Bylaws specify that the Board shall hold at least two regular meetings annually, one of which shall be designated as the Annual meeting and during which the election of Board officers (Chair and Secretary-Treasurer) will take place. Until now, the date for the Annual Meeting has not been fixed by the Board.

Identifying the Board’s October meeting as its Annual Meeting has a distinct advantage. The Board draws its membership from the OGP Steering Committee and designating the October meeting as the Annual Meeting of the Board will align the election of members and officers with OGP’s governance calendar - October 1st is when new Steering Committee terms commence. We have confirmed with our legal counsel that approval of this decision would automatically extend the term of the Board Chair and Secretary-Treasurer until October 1, 2021. There was also some discussion on the kinds



of candidates needed to fill new Board positions, especially on ensuring they brought in key skills and experience (e.g., running or oversight of NGOs), irrespective of whether they represented government or civil society in the first instance.

- **Decision Item:** *Mukelani then asked for a motion to designate the October meeting as the Board Annual Meeting which was motioned by Aidan and seconded by Maria. By approving this decision item, Mukelani's term as Chair and Laura's term as Secretary-Treasurer are automatically extended until October 2021.*

4. Update on Risk Register

Mukelani then invited Kate to provide an overview on the updated organizational risk assessment conducted in December 2020. The main points are iterated below:

- The Risk Register has been updated following OGP's annual work planning process. As a result of this process, the Risk Register's categories have been reorganized to reflect current areas of concern: Geopolitical Support, Delivery of OGP Services (new), Reputational Management, Resource Development, People Management, Finance/Contracts Risks (replaces Operations Policies), and Technology.
- Each of these risk categories has a lead person identified, who has overarching responsibility for managing the risks associated with the category. The description of the risk and context areas reflect both ongoing risks in the category as well as risks associated with the pandemic. OGP has identified actions completed in 2020 and ongoing actions related to risk management, and its proposed workplan to pull out specific activities that serve to mitigate the risk in 2021.
- OGP's 17-member Management Team reviewed each risk category and voted on both the Impact and Likelihood of each risk occurring, which was averaged into a Net Risk score
 - Resource Development emerged as the highest risk and as such, OGP is making a concerted effort to manage its income to match its resource needs. Other areas that have emerged as higher risks included: Geopolitical Support and Delivery of OGP Services.
 - People Management has emerged as a medium risk.

Kate then invited the Board to provide their feedback and comments.

- The Board suggested that the potential impacts of digital disruption and misinformation be included as part of the context for the Geopolitical risk area. There was also discussion on how the OGP Support Unit needed to take actions to mitigate technology and cybersecurity risks internally, while also investing in staff's ability to connect and work from home office during the pandemic.
- The Board asked the OGP Support Unit to provide additional clarification on the actions taken to manage the People Management risk area. OGP has put together an internal task force composed of staff from across the organization which was initially established to manage the organizational adjustments and challenges posed by COVID-19 has transitioned to an internal staff body that will help inform the long-term HR strategy.
- The Board asked OGP to provide in the future a summary of the changes of the risk scores across different scoring periods.



5. Overview of OGP Secretariat Performance Evaluation Process

Mukelani then invited Jonathan Welsh, Human Resources Director, to provide an overview of the CEO and Performance Evaluation Process. Jonathan highlighted the changes to the upcoming employee performance evaluation process which include:

- i. Staff and manager training sessions on how to give constructive peer evaluations and for managers, on giving both positive and constructive feedback.
- ii. Regularized check-ins between employee and supervisor to help keep professional development plans consistently moving and to reduce the burden on managers.
- iii. Following the practice over the last five years, the CEO evaluation process will be facilitated by OGP's Human Resources team and conducted by both the Board Chair and Civil Society Co-Chair of the OGP Steering Committee.

6. Board Informational Updates

Mukelani then invited Kate to give the following informational updates to the Board:

- i. While OGP's PPP loan is fully expended to qualify for 100% forgiveness, the process to apply for loan forgiveness has not been opened by Bank of America. For this reason, the PPP amount will appear as a loan in 2020 financial records while OGP waits for instructions about the loan forgiveness process.
- ii. The OGP Europe grant agreement has been amended to include the 2020 budget.
- iii. The next Steering Committee meeting is expected to take place in April/May 2021 which could be a moment to request the appointment of an additional Board member.

7. Closing

Mukelani then opened the floor for the Board members to add any closing comments. There were none.

Mukelani motioned to close the meeting. The motion by Aidan and seconded by Stefano. The meeting was adjourned at 10:33 AM (Eastern Daylight Time).